# FISHER INVESTMENTS EUROPE LIMITED PROXY VOTING REPORT

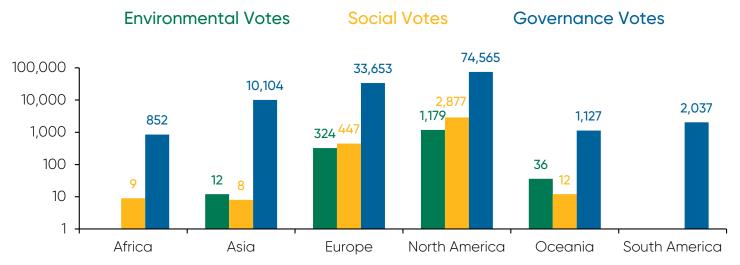
Exhibit 1: ESG Proxy Vote Outcomes (Q2 2023 - Q1 2024)

Summary By Category	Vote	e For	Vote A	gainst	Vote A	bstain	Vote W	ithhold	Do Not	Vote**
	Count	%	Count	%	Count	%	Count	%	Count	%
Environment	660	42.6%	777	50.1%	0	0.0%	0	0.0%	114	7.4%
Social	1,976	58.9%	1,368	40.8%	0	0.0%	0	0.0%	9	0.3%
Governance*	106,388	90.1%	8,019	6.8%	459	0.4%	1,963	1.7%	1,302	1.1%

<sup>\*4,205</sup> additional Governance Proxy Votes were cast as "One year" in response to proposals on "Advisory Vote on Say on Pay Frequency."

Exhibit 2: Proxy Votes by Region & ESG Category (Q2 2023 - Q1 2024)

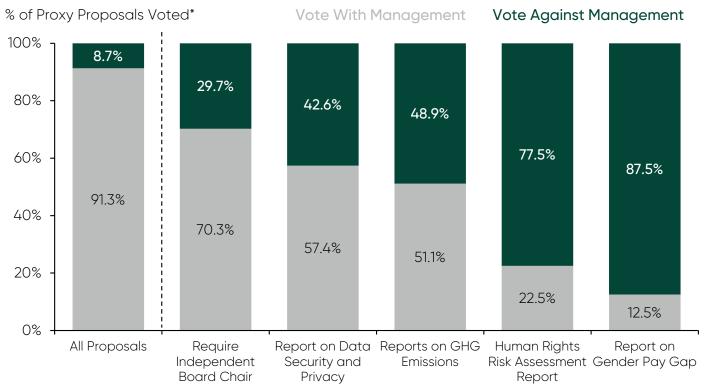




Data indicated above covers all proxy meetings for all shares held by Fisher Investments Institutional Group (FIIG) clients (i.e. institutional clients of Fisher Investments and its subsidiaries) and funds which FI acts as the investment manager where such clients or funds have authorised and directed FI to vote proxies. Please see additional disclosures for description of how environment, social and governance categories are broken down.

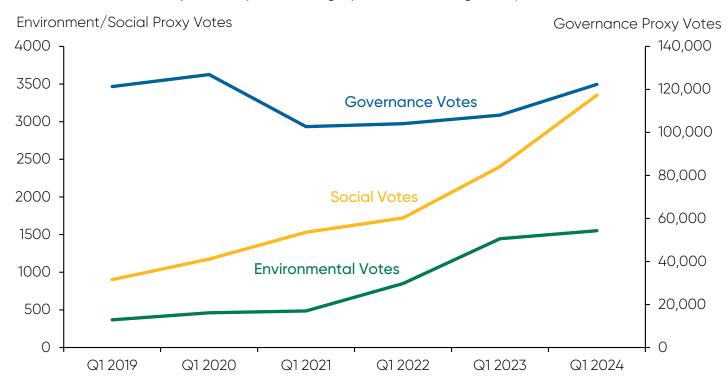
<sup>\*\*</sup>Do Not Vote (DNV) is the vote instruction used to process non-votable ballots accurately. In certain meetings, some ballots are non-votable because there are alternative ballots or voting is subject to residency limitations. Proxy contests present two alternative voting cards of which only one may be actually voted on; the other card must be instructed as "Do Not Vote." Also, if any vote submission restricts our trading activity, we may instruct DNV to avoid such limitation.

Exhibit 3: Votes Against Management: All Proposals & Select ESG Proposals (Q2 2023 - Q1 2024)



<sup>\*</sup>Percentage of Vote Abstain/Vote Withheld/Do Not Vote results for selected topics above are 0% except for "All Proposals," where any vote with or against management's recommendation is tallied.

Exhibit 4: Historical Proxy Votes by ESG Category (Total of trailing four quarters: Q1 2019 to Q1 2024)



Data indicated above covers all proxy meetings for all shares held by Fisher Investments Institutional Group (FIIG) clients (i.e. institutional clients of Fisher Investments and its subsidiaries) and funds which FI acts as the investment manager where such clients or funds have authorised and directed FI to vote proxies. Please see additional disclosures for description of how environment, social and governance categories are broken down.

Exhibit 5: List of Significant Proxy Votes from Q2 2023 to Q1 2024

Issuer Name	Meeting Date	Proxy Proposal	Management Recommendation	FI Vote Rationale
Apple Inc.	28 February, 2024	Report on Median Gender/Racial Pay Gap	AGAINST	A vote FOR this proposal is warranted, as median pay gap statistics would allow shareholders to better compare and measure the progress of the company's diversity and inclusion initiatives.
Apple Inc.	28 February, 2024	Report on Use of Artificial Intelligence	AGAINST	A vote FOR this proposal is warranted. The company's lack of disclosure regarding AI limits shareholders' ability to evaluate the risks associated with the use of AI or the actions the company is potentially taking to mitigate those risks. Improved transparency and the disclosure of an ethical guideline may alleviate shareholder concerns.
Microsoft Corporation	7 December, 2023	Report on Risks of Operating in Countries with Significant Human Rights Concerns	AGAINST	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing human rights-related risks in high-risk countries.
Microsoft Corporation		Report on Risks of Weapons Development	AGAINST	A vote FOR this resolution is warranted as shareholders would benefit from the requested report by allowing them to better understand Microsoft's management and oversight of risks related to weapons development.

Issuer Name	Meeting Date	Proxy Proposal	Management Recommendation	FI Vote Rationale
Microsoft Corporation	7 December, 2023	Report on Climate Risk in Retirement Plan Options	AGAINST	A vote FOR this resolution is warranted. While the company offers an option to employees that want to invest more responsibly, it is unclear how well employees understand the retirement plans available to them. The information requested in the report would not only complement and enhance the company's existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.
Microsoft Corporation	7 December, 2023	Publish a Tax Transparency Report	AGAINST	A vote FOR this proposal is warranted as the proposed GRI Tax Standard would enhance the company's transparency in communicating its tax practices to investors globally.
Microsoft Corporation	7 December, 2023	Report on Risks of Operating in Countries with Significant Human Rights Concerns	AGAINST	A vote FOR this proposal is warranted as shareholders would benefit from increased disclosure regarding how the company is managing human rights-related risks in high-risk countries.
Microsoft Corporation	7 December, 2023	Report on Risks Related to Al Generated Misinformation and Disinformation	AGAINST	A vote FOR this proposal is warranted as increased disclosure and greater transparency regarding risks related to misinformation and disinformation, including from generative AI, would benefit shareholders on its potential business impacts and how the company is managing these risks.

Issuer Name	Meeting Date	Proxy Proposal	Management Recommendation	FI Vote Rationale
Tata Consultancy Services Limited	29 June, 2023	Reelect Aarthi Subramanian as Director	FOR	A vote AGAINST this resolution is warranted because the board independence norms are not met based on our classification and Aarthi Subramanian is a non-independent director nominee.
Tata Consultancy Services Limited	29 June, 2023	Approve Material Related Party Transactions	FOR	A vote AGAINST this resolution is warranted given the lack of clarity on the validity of shareholder approval of the said transactions.
Taiwan Semiconductor Manufacturing Co., Ltd.	6 June, 2023	Amend Procedures for Endorsement and Guarantees	FOR	A vote AGAINST is warranted because: The proposed endorsement and guarantee provision may expose the company to unnecessary risks; and the company has failed to provide a compelling rationale for such changes.
Alphabet Inc.	2 June, 2023	Elect Directors John L. Hennessy and Frances H. Arnold	FOR	Votes AGAINST governance committee members John Hennessy and Frances Arnold are warranted, due to the company maintaining a multi-class share structure with disparate voting rights, which is not subject to a reasonable time-based sunset.
Alphabet Inc.	2 June, 2023	Amend Omnibus Stock Plan	FOR	Based on an evaluation of the estimated cost, plan features, and grant practices a vote AGAINST this proposal is warranted due to the following key factors:  The plan cost is excessive  The three-year average burn rate is excessive  The disclosure of change-incontrol ("CIC") vesting treatment is incomplete (or is otherwise considered discretionary)  The plan permits liberal recycling of shares  The plan allows broad discretion to accelerate vesting

Issuer Name	Meeting Date	Proxy Proposal	Management Recommendation	FI Vote Rationale
Alphabet Inc.	2 June, 2023	Advisory Vote on Say on Pay Frequency	THREE YEARS	A vote for the adoption of an ANNUAL sayon-pay frequency is warranted. Annual sayon-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Alphabet Inc.	2 June, 2023	Advisory Vote to Ratify Named Executive Officers' Compensation	FOR	A vote AGAINST the proposal is warranted because a number of concerns are noted in the annual pay program for non-CEO NEOs. While an annual bonus program was established based on ESG goals., the proxy did not disclose any pre-set goals. So the award appears to pay out based on the committee's discretionary assessment of performance. Though the ESG bonus payout was halved at the committee's discretion due to "macroeconomic conditions," NEO base salaries were increased in FY22 and are relatively high. Further concerns are noted in the annual LTI program, which inexplicably switched to an LTI mix predominantly in time-vested equity in FY22, with no rationale for the change disclosed in the proxy. On top of that, two NEOs received equity grants with values in excess of the total median CEO pay for the company's peer group. The relative TSR target was non-rigorous and no vesting cap was disclosed if absolute TSR were to be negative over the performance period. CEO Pichai received a triennial equity grant in FY22, which, even on a per-year annualized basis, was relatively large compared to peers. Merely 60 percent of the award was in performance equity, half of which utilized a two-year performance period. Though the target goal was rigorous, in situations where an equity grant is intended to cover multiple years of equity, shareholders prefer that a significant percentage of the grant be in performance equity with a long-term performance period. Additionally, due to a combination of award structure and total magnitude, even with relative TSR performing well-below target, CEO Pichai would realize substantially more pay than a significant portion of his CEO peers, undermining a pay-for-performance philosophy.

Issuer Name	Meeting Date	Proxy Proposal	Management Recommendation	FI Vote Rationale
Alphabet Inc.	2 June, 2023	Report on Framework to Assess Company Lobbying Alignment with Climate Goals	AGAINST	A vote FOR this proposal is warranted. The request is not considered overly onerous or prescriptive, and shareholders would benefit from greater transparency of the company's framework for addressing misalignments between its climate goals and direct and indirect lobbying, and how the company would plan to mitigate any risks that might be identified.
Alphabet Inc.	2 June, 2023	Report on Risks of Doing Business in Countries with Significant Human Rights Concerns	AGAINST	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing human rights-related risks in high-risk countries.
Alphabet Inc.	2 June, 2023	Publish Independent Human Rights Impact Assessment of Targeted Advertising Technology	AGAINST	A vote FOR this proposal is warranted because an independent human rights assessment would help shareholders better evaluate the company's management of risks related to the human rights impacts of its targeted advertising policies and practices.
Alphabet Inc.	2 June, 2023	Disclose More Quantitative and Qualitative Information on Algorithmic Systems	AGAINST	A vote FOR this proposal is warranted, as the company has faced scrutiny over biases in its algorithmic systems and increased reporting would assist shareholders in assessing progress and management of related risks.
Alphabet Inc.	2 June, 2023	Report on Alignment of YouTube Policies With Online Safety Regulations	AGAINST	A vote FOR this proposal is warranted, as increased reporting would provide shareholders with more information on the company's management of related risks.
Alphabet Inc.	2 June, 2023	Adopt Share Retention Policy For Senior Executives	AGAINST	A vote FOR this proposal is warranted as the more rigorous guidelines recommended by the proponent may better address concerns about creating a strong link between the interests of top executives and long-term shareholder value.

## FISHER INVESTMENTS EUROPE™

Issuer Name	Meeting Date	Proxy Proposal	Management Recommendation	FI Vote Rationale
Alphabet Inc.	2 June, 2023	Approve Recapitalization Plan for all Stock to Have One-vote per Share	AGAINST	A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned.
Alphabet Inc.	2 June, 2023	Report on Lobbying Payments and Policy	AGAINST	A vote FOR this resolution is warranted, as additional reporting on the company's lobbying-related practices and policies, such as its trade association memberships and payments, would benefit shareholders in assessing its management of related risks.
Southern Copper Corporation	24 May, 2023	Elect Directors: German Larrea Mota-Velasco, Oscar Gonzalez Rocha, Xavier Garcia de Quevedo Topete, Luis Miguel Palomino Bonilla, Gilberto Perezalonso Cifuentes, Carlos Ruiz Sacristan	FOR	WITHHOLD votes are warranted for German Larrea Mota Velasco, Oscar Gonzalez Rocha and Xavier Garcia de Quevedo Topete for serving as non-independent members of certain key board committees.  WITHHOLD votes are warranted for Gilberto Perezalonso Cifuentes for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without disclosing reason for the absences.  WITHHOLD votes are warranted for Nominating Committee members Xavier Garcia de Quevedo Topete, Luis Miguel Palomino Bonilla, and Carlos Ruiz Sacristan for failing to establish gender diversity on the board.
Amazon.com, Inc.	24 May, 2023	Elect Directors Edith W. Cooper, Daniel P. Huttenlocher, and Judith A. McGrath	FOR	Votes AGAINST incumbent compensation committee members Edith Cooper, Daniel Huttenlocher, and Judith McGrath are warranted, in light of the committee's poor response to low vote support for last year's say-on-pay proposal.

Issuer Name	Meeting Date	Proxy Proposal	Management Recommendation	Fl Vote Rationale
Amazon.com,		Advisory Vote to Ratify Named Executive Officers' Compensation	FOR	A vote AGAINST this proposal is warranted. Following last year's low say-on-pay vote, the compensation committee engaged with shareholders, disclosed specific feedback, and provided further details surrounding the company's compensation programs and long-term strategy. However, the company did not make material changes to the compensation program to address shareholder concerns. In addition, while CEO Jassy's pay declined following the prior year's mega promotion award, consisting only of base salary and certain perquisites, a review of the pay program reveals persistent concerning features. Specifically, compensation for other NEOs consisted primarily of time-vesting restricted shares, with incentive programs lacking objective performance metrics and quantified goals. In addition, the magnitude of an NEO's recent \$41 million grant is concerning, as it comes only one year after he received an \$81 million sign-on grant.
Amazon.com, Inc.	24 May, 2023	Report on Customer Due Diligence	AGAINST	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.
Amazon.com, Inc.	24 May, 2023	Report on Impact of Climate Change Strategy Consistent With Just Transition Guidelines	AGAINST	A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on whether and how the company considers human capital management and community relations issues related to the transition to a low-carbon economy as part of its climate strategy.
Amazon.com, Inc.	24 May, 2023	Report on Median and Adjusted Gender/Racial Pay Gaps	AGAINST	A vote FOR this proposal is warranted, as shareholders would benefit from additional information allowing them to better measure the progress of the company's diversity and inclusion initiatives and its management of related risks.

Issuer Name	Meeting Date	Proxy Proposal	Management Recommendation	FI Vote Rationale
Amazon.com, Inc.	24 May, 2023	Commission Third Party Assessment on Company's Commitment to Freedom of Association and Collective Bargaining	AGAINST	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.
Amazon.com, Inc.	24 May, 2023	Adopt a Policy to Include Non- Management Employees as Prospective Director Candidates	AGAINST	A vote FOR this proposal is warranted, as the company continues to face significant controversies related to the treatment of its employees and the proposal would give the board more options for nominating director candidates that it considers could help it in considering worker grievances, potentially reducing risks of reputational damage and protecting shareholder value in the long-term, but without being overly prescriptive. It is not asking for an employee representative on the board, but a policy to include hourly workers among the list of candidates the Nominating and Governance Committee considers for open board positions.
Amazon.com, Inc.	24 May, 2023	Commission a Third Party Audit on Working Conditions	AGAINST	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure through third-party auditing on warehouse working conditions.
Amazon.com, Inc.	24 May, 2023	Report on Efforts to Reduce Plastic Use	AGAINST	A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to the creation of plastic waste.
Amazon.com, Inc.	24 May, 2023	Commission Third Party Study and Report on Risks Associated with Use of Rekognition	AGAINST	A vote FOR this proposal is warranted. Shareholders would benefit from increased transparency and disclosure on how the company is managing human rights-related risks.

Issuer Name	Meeting Date	Proxy Proposal	Management Recommendation	FI Vote Rationale
Tencent Holdings Limited	17 May, 2023	Adopt 2023 Share Option Scheme  Approve Transfer of Share Options  Approve Termination of the Existing Share Option Scheme  Approve Scheme Mandate Limit (Share Option) under the 2023 Share Option Scheme  Approve Service Provider Sublimit (Share Option) under the 2023 Share Option Scheme	FOR	<ul> <li>A vote AGAINST these resolutions is warranted because:</li> <li>The company could be considered a mature company, and the limit under the 2023 Share Option Scheme, together with the 2023 Share Award Scheme, exceeds 5 percent of the company's issued capital.</li> <li>The company has not disclosed the details of the performance conditions, if there will be any, attached to the vesting of the share options to be granted under the 2023 Share Option Scheme.</li> <li>The directors eligible to receive options under the 2023 Share Option Scheme would be involved in the administration of the 2023 Share Option Scheme.</li> </ul>
Tencent Holdings Limited	17 May, 2023	Adopt 2023 Share Award Scheme  Approve Transfer of Share Awards  Approve Termination of the Existing Share Award Schemes  Approve Scheme Mandate Limit (Share Award) under the 2023 Share Award Scheme  Approve Scheme Mandate Limit (New Shares Share Award) under the 2023 Share Award Scheme  Approve Service Provider Sublimit (New Shares Share Award) under the 2023 Share Award Scheme	FOR	<ul> <li>A vote AGAINST these resolutions is warranted because:</li> <li>The company could be considered a mature company, and the limit under the 2023 Share Award Scheme, together with the 2023 Share Option Scheme, exceeds 5 percent of the company's issued capital.</li> <li>The company has not disclosed the details of the performance conditions, if there will be any, attached to the vesting of the awards under the 2023 Share Award Scheme.</li> <li>The directors eligible to receive awards under the 2023 Share Award Scheme would be involved in the administration of the 2023 Share Award Scheme.</li> </ul>
Tencent Holdings Limited	17 May, 2023	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	FOR	A vote AGAINST this resolution is warranted given that the company has not specified the discount limit for issuances of shares for cash consideration and issuances for non-cash consideration.

# **DISCLOSURES**

Fisher Investments Europe Limited ("FIE") outsources the portfolio management function and certain other support services to its parent company, Fisher Asset Management, LLC, doing business as Fisher Investments ("FI"). FI manages shares of a wide range of companies on behalf of its and its affiliates' clients and funds which FI acts as the investment manager. These shares entitle the holders to vote on various issues put forth by the company and its shareholders at the company's annual meeting or at a special meeting.

#### **Shareholder Engagement Policy**

In compliance with the Shareholder Rights Directive, FIE's Shareholder Engagement Policy requires annual disclosures which includes a general description of voting behavior, votes cast, an explanation of the most significant meetings and the use of proxy advisors. This Proxy Voting Report is intended to cover such disclosures. To the extent such disclosures do not include a full year's worth of information, please review the Proxy Voting Report published immediately prior to this Proxy Voting Report to supplement such disclosures.

#### <u>Definition for Significant Proxy Votes</u>

FI defines significant proxy votes as votes cast against management's recommendation for the twenty companies with the largest AUM held in the portfolios of the applicable Fisher entity's clients in which the votes were cast. Since FI may use different proxy policies when voting shares at the request of clients, votes in this report are considered significant and disclosed where a majority of shares were voted against management.

FI votes proxies according to Fisher Investments Institutional Group's (FIIG's) clients' (including FIE's clients') funds' guidelines or voting policies, given account or fund specific mandates regarding voting (including, if applicable, in accordance with ESG principles).

#### Data Source and Information

Institutional Shareholder Services Inc. (ISS), data for Exhibits 1, 2 and 3 are from Q2 2023 to Q1 2024, and data for Exhibit 4 is total trailing four quarters from Q1 2019 to Q1 2024. For Professional Client Use Only. The data in Exhibits 1 through 4 covers all proxy meetings for all shares held by FIIG's clients (i.e. institutional clients of FI and its subsidiaries) and funds which FI acts as the investment manager where such clients or funds have authorised and directed FI to vote proxies. Exhibit 5 lists the significant proxy votes from Q2 2023 to Q1 2024 for the twenty largest companies by assets under management held by clients of FIE who have authorised and directed FIE to vote proxies in which a significant proxy vote was cast.

# **DISCLOSURES**

#### **Proxy Advisor**

Fl utilises ISS as a third-party proxy service provider to manage the proxy voting process and as an advisory service. ISS is one of the largest providers of corporate governance solutions with services including objective governance research and analysis, proxy voting and distribution solutions. When Fl votes proxies on behalf of its and its subsidiaries' clients and funds it acts as investment manager, Fl evaluates issues and votes in accordance with what Fl believes will most likely increase shareholder value. Additionally, Fl has partnered with ISS to create a custom voting policy consistent with Fl's ESG policies made available to all of its and its subsidiaries' clients and funds it acts as investment manager. Fl frequently engages with company management on proxy voting issues, particularly when ISS is in disagreement with company management. Identifying engagement opportunities is a part of Fl's fundamental analysis and, when appropriate for a client's or fund's strategy, to clarify or express concerns over potential ESG issues at the firm or industry level.

FI's Proxy Voting Policy is available on request.

For each proxy proposal, Fl may vote for/with, vote against, vote abstain (abstentions are not cast in management's favor), vote withheld or do not vote. Ballots subject to share-blocking are automatically instructed with Do Not Vote on each ballot item. ISS generally handles the operational tasks related to proxy voting, including ballot information collection and vote submissions. While Fl's Investment Policy Committee (IPC) utilises ISS for shareholder vote recommendations, the IPC reserves the right to override ISS recommendations as it sees fit. All decisions overridden by the IPC are documented by Fl's Securities Operations Team and reported to Fl's Proxy Voting Committee on a quarterly basis.

This Proxy Voting Report demonstrates how FI engages with company management on ESG proxy voting issues. Environmental issues include, but are not limited to, climate change, toxic emissions & waste, vulnerability to legislation and impact on local communities. Social issues include, but are not limited to, animal rights, human rights, labour relations, controversial countries and controversial weapons. Governance issues include, but are not limited to, routine business, corporate governance, board independence, executive compensation, corporate stewardship and bribery & corruption.

## **DISCLOSURES**

Fisher Investments Europe Limited ("FIE") is authorised and regulated by the Financial Conduct Authority. It is registered in England, Company Number 3850593. FIE is wholly-owned by Fisher Asset Management, LLC, trading as Fisher Investments (FI), which is wholly-owned by Fisher Investments, Inc.

Fisher Investments is an investment adviser registered with the Securities and Exchange Commission. As of 31 March 2024, Fl managed \$265 billion, including assets sub-managed for its wholly-owned subsidiaries. Fl and its subsidiaries maintain four principal business units – Fisher Investments Institutional Group (FIIG), Fisher Investments Private Client Group (FIPCG), Fisher Investments International (FII), and Fisher Investments 401(k) Solutions Group (401(k) Solutions). These groups serve a global client base of diverse investors including corporations, public and multi-employer pension funds, foundations and endowments, insurance companies, healthcare organisations, governments and high-net-worth individuals. Fl's Investment Policy Committee (IPC) is responsible for investment decisions for all investment strategies.

For purposes of defining "years with Fisher Investments," FI was established as a sole proprietorship in 1979, incorporated in 1986, registered with the US SEC in 1987, replacing the prior registration of the sole proprietorship, and succeeded its investment adviser registration to a limited liability company in 2005. "Years with Fisher Investments" is calculated using the date on which FI was established as a sole proprietorship through 31 March 2024. FI is wholly owned by Fisher Investments, Inc. Since inception, Fisher Investments, Inc. has been 100% Fisher-family and employee owned, currently Fisher Investments Inc. beneficially owns 100% of Fisher investments (FI), as listed in Schedule A to FI's form ADV Part 1. Ken and Sherrilyn Fisher, as co-trustees of their family trust, beneficially own more than 75% of Fisher Investments, Inc., as noted in Schedule B to FI's Form ADV Part 1. FIE delegates portfolio management to FI. FI's Investment Policy Committee is responsible for all strategic investment decisions. FIE's Investment Oversight Committee (IOC) is responsible for overseeing FI's management of portfolios that have been delegated to FI.

The foregoing information has been approved by FIE. The foregoing information constitutes the general views of Fisher Investments and should not be regarded as personalised investment advice or a reflection of the performance of Fisher Investments or its clients. Investing in securities involves the risk of loss and there is no guarantee that all or any capital invested will be repaid. Past performance is never a guarantee nor reliable indicator of future results. Other methods may produce different results, and the results for individual portfolios or different periods may vary depending on market conditions and the composition of a portfolio or index. The value of investments and the income from them will fluctuate with world equity markets and international currency exchange rates. If you have asked us to comment on a particular security then the information should not be considered a recommendation to purchase or sell the security for you or anyone else. We provide our general comments to you based on information we believe to be reliable. There can be no assurances that we will continue to hold this view; and we may change our views at any time based on new information, analysis or reconsideration. Some of the information we have produced for you may have been obtained from a third party source that is not affiliated with Fisher Investments. Fisher Investments requests that this information be used for your confidential and personal use.